

Company Registration No. 08404551 (England and Wales)

Assembled Productions II UK Ltd

**Annual report and financial statements
for the year ended 31 May 2016**

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Assembled Productions II UK Ltd

Company information

Directors	Marsha Reed Nigel Cook David Galluzzi
Secretary	Marsha Reed
Company number	08404551
Registered office	3 Queen Caroline Street Hammersmith London W6 9PE
Independent auditors	Saffery Champness 71 Queen Victoria Street London EC4V 4BE

Assembled Productions II UK Ltd

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Assembled Productions II UK Ltd

Strategic report

For the year ended 31 May 2016

The directors present the strategic report for the year ended 31 May 2016.

Fair review of the business

During the year the company was involved in the production of a film.

The company has a profit of £6,079 (PY restated: £7,747) after tax and at the year end it net assets of £51,673 (PY restated: £45,594).

The directors have reviewed the principal risks and resultant uncertainties facing the company as being the ability to secure future contracts. However, the ultimate parent company has provided sufficient assurances that it will continue to support the company and provide the necessary finances for its future operations.

The directors consider the company's key financial performance indicator to be whether the production of the motion picture is produced in line with the agreed budget. The film was released during the prior period, the estimated final cost of the motion picture was within the agreed budget.

The directors consider the company's key non-financial performance indicator to be whether the motion picture is certified as British. This is required in order to access the UK Film Tax Credit. The company has received a Final Certificate of a British Film to enable it to access the UK Film Tax Credit.

On behalf of the board



David Galluzzi

Director

03.10.2016

Assembled Productions II UK Ltd

Directors' report

For the year ended 31 May 2016

The directors present their annual report and financial statements for the year ended 31 May 2016.

Principal activities

The principal activity of the company during the year was that of motion picture production.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Marsha Reed

Nigel Cook

David Galluzzi

Results and dividends

The results for the year are set out on page 6.

No ordinary dividends were paid. The directors do not recommend payment of a final dividend.

Future developments

The directors expect to continue the principal activity for the foreseeable future given the continued financial support received from its financiers, MVL Productions LLC, a wholly owned subsidiary of the ultimate parent company, The Walt Disney Company.

Auditor

Saffery Champness have expressed their willingness to continue in office.

Assembled Productions II UK Ltd

**Directors' report (continued)
For the year ended 31 May 2016**

Statement of directors' responsibilities

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



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David Galluzzi

Director

03.10.2016
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Assembled Productions II UK Ltd

Independent auditors' report

To the members of Assembled Productions II UK Ltd

We have audited the financial statements of Assembled Productions II UK Ltd for the year ended 31 May 2016 set out on pages 6 to 19. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on pages 2 - 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 May 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Assembled Productions II UK Ltd

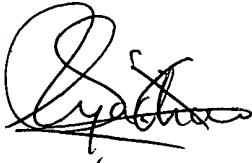
Independent auditors' report (continued)

To the members of Assembled Productions II UK Ltd

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Moses Nyachae (Senior Statutory Auditor)
for and on behalf of Saffery Champness

13/10/16
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Chartered Accountants
Statutory Auditors

71 Queen Victoria Street
London
EC4V 4BE

Assembled Productions II UK Ltd**Profit and loss account
For the year ended 31 May 2016**

		Year ended 31 May 2016	Period ended 31 May 2015 as restated
	Notes	£	£
Turnover	2	16,003,782	48,510,842
Cost of sales		(29,542,831)	(54,129,569)
Gross loss		(13,539,049)	(5,618,727)
Administrative expenses		(24,496)	(25,553)
Loss before taxation		(13,563,545)	(5,644,280)
Taxation	5	13,569,624	5,652,027
Profit for the financial year		6,079	7,747
Total comprehensive income for the year		6,079	7,747

The profit and loss account has been prepared on the basis that all operations are continuing operations.

Assembled Productions II UK Ltd

**Balance sheet
As at 31 May 2016**

			2016	2015
	Notes	£	£	as restated £
Current assets				
Debtors	6	13,885,767	6,378,349	
Cash at bank and in hand		157,582	3,217,674	
		<u>14,043,349</u>	<u>9,596,023</u>	
Creditors: amounts falling due within one year	7	(13,991,676)	(9,550,429)	
Net current assets			<u>51,673</u>	<u>45,594</u>
Capital and reserves				
Called up share capital	8		1	1
Profit and loss reserves			<u>51,672</u>	<u>45,593</u>
Total equity			<u>51,673</u>	<u>45,594</u>

The financial statements were approved by the board of directors and authorised for issue on 03.10.2016 and are signed on its behalf by:



David Galluzzi
Director

Company Registration No. 08404551

Assembled Productions II UK Ltd

**Statement of changes in equity
For the year ended 31 May 2016**

	Share capital	Profit and loss reserves	Total
	£	£	£
Balance at 3 August 2014	1	37,846	37,847
Period ended 31 May 2015:			
Profit and total comprehensive income for the period	-	7,747	7,747
	<hr/>	<hr/>	<hr/>
Balance at 31 May 2015	1	45,593	45,594
Year ended 31 May 2016:			
Profit and total comprehensive income for the year	-	6,079	6,079
	<hr/>	<hr/>	<hr/>
Balance at 31 May 2016	1	51,672	51,673
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Assembled Productions II UK Ltd

Notes to the financial statements

For the year ended 31 May 2016

1 Accounting policies

Company Information

Assembled Productions II UK Ltd is a company limited by shares incorporated in England and Wales. The registered office is 3 Queen Caroline Street, Hammersmith, London, W6 9PE.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

At the time of approving the financial statements, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

1.3 Turnover

In respect of long-term contracts and contracts for on-going services, turnover represents the value of work done in the period, including estimates of amounts not invoiced. Value of work done in respect of long-term contracts and contracts for on-going services is determined by reference to the stage of completion.

1.4 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

1.5 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1 Accounting policies (continued)

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Other financial assets

Other financial assets, including investments in equity instruments which are not subsidiaries, associates or joint ventures, are initially measured at fair value, which is normally the transaction price. Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss, except that investments in equity instruments that are not publically traded and whose fair values cannot be measured reliably are measured at cost less impairment.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

1 Accounting policies (continued)

Basic financial liabilities, including trade and other creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as 'creditors: amounts falling due within one year' if payment is due within one year or less. If not, they are presented as 'creditors: amounts falling due after more than one year'. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Other financial liabilities

Other financial liabilities, including debt instruments that do not meet the definition of a basic financial instrument, are measured at fair value through profit or loss.

Derivatives, including interest rate swaps and forward foreign exchange contracts, are not basic financial instruments. Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or finance income as appropriate, unless hedge accounting is applied and the hedge is a cash flow hedge.

Debt instruments may be designated as being measured at fair value through profit or loss to eliminate or reduce an accounting mismatch or if the instruments are measured and their performance evaluated on a fair value basis in accordance with a documented risk management or investment strategy.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.6 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.7 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

1 Accounting policies (continued)

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense or income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.8 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or fixed assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.9 Foreign exchange

Transactions in currencies other than pounds sterling are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

1.10 Exemptions

Under FRS 102 (section 1), the company is exempt from the requirement to prepare a cash flow statement on the grounds that its ultimate parent company (The Walt Disney Company) includes the company's cash flows in its own published consolidated statements.

Assembled Productions II UK Ltd

Notes to the financial statements (continued)
For the year ended 31 May 2016

2 Turnover and other revenue

An analysis of the company's turnover is as follows:

	2016	2015
	£	£
		as restated
Turnover		
Sale of film rights	16,003,782	48,510,842

Turnover analysed by geographical market

	2016	2015
	£	£
		as restated
United States of America	16,003,782	48,510,842

3 Auditors' remuneration

	2016	2015
	£	£
Fees payable to the company's auditor and associates:		
For audit services		
Audit of the company's financial statements	24,496	25,553
For other services		
All other non-audit services	11,115	1,544

4 Employees

The average monthly number of persons (including directors) employed by the company during the year was:

	2016	2015
	Number	Number
Production staff	-	19

Assembled Productions II UK Ltd

Notes to the financial statements (continued)
For the year ended 31 May 2016

4 Employees (continued)

Their aggregate remuneration comprised:

	2016	2015
	£	£
Wages and salaries	-	707,632
Social security costs	-	87,700
	<u>-</u>	<u>795,332</u>
	<u><u>-</u></u>	<u><u>795,332</u></u>

Assembled Productions II UK Ltd**Notes to the financial statements (continued)****For the year ended 31 May 2016****5 Taxation**

	2016	2015
	£	£
Current tax		
UK corporation tax on profits for the current year	(13,569,624)	(5,652,027)

The credit for the year can be reconciled to the loss per the profit and loss account as follows:

	2016	2015
	£	£
Loss before taxation	(13,563,545)	(5,644,280)
Expected tax credit based on the standard rate of corporation tax in the UK of 20.00% (2015: 20.80%)	(2,712,709)	(1,174,010)
Losses surrendered for group relief	-	190,285
Enhanced losses arising from the film tax credit	(4,345,692)	(4,895,202)
Difference between the rate of corporation tax and the rate of relief under film tax credit	(1,086,719)	226,081
Adjustments in respect of prior years	(8,136,026)	-
Group relief	2,711,522	-
Difference arising due to FRS 102 restatement	-	819
Tax credit for the year	(13,569,624)	(5,652,027)

6 Debtors

	2016	2015
	£	£
Amounts falling due within one year:		as restated
Corporation tax recoverable	13,569,624	5,652,027
Amounts due from fellow group undertakings	309,782	-
Other debtors	6,361	726,322
	13,885,767	6,378,349

Assembled Productions II UK Ltd

Notes to the financial statements (continued)
For the year ended 31 May 2016

7 Creditors: amounts falling due within one year

	2016	2015
	£	£
		as restated
Trade creditors	5,834	-
Amount due to parent undertaking	13,956,818	6,433,139
Accruals and deferred income	29,024	3,117,290
	<u>13,991,676</u>	<u>9,550,429</u>

8 Share capital

	2016	2015
	£	£
Ordinary share capital		
Issued and fully paid		
1 ordinary share of £1 each	<u>1</u>	<u>1</u>

9 Related party transactions

The company has taken advantage of the exemption under paragraph 33.1a of FRS 102 from disclosing transactions entered into between two or more members of a group, where any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group.

10 Controlling party

The company's immediate parent undertaking is MVL Productions, LLC a company registered in the United States of America.

The directors regard The Walt Disney Company, a company incorporated in the United States of America, as the ultimate parent company.

The largest group for which accounts are prepared and which the company is a member is The Walt Disney Company. Copies of group accounts of The Walt Disney Company can be obtained from 500 Buena Vista Street, Burbank, California, 91521, USA.

The directors are unable to identify the ultimate controlling party of The Walt Disney Company, if any.

Assembled Productions II UK Ltd

Notes to the financial statements (continued)
For the year ended 31 May 2016

11 Reconciliations on adoption of FRS 102

Reconciliation of equity

	1 June 2014	31 May 2015
Notes	£	£
Equity as reported under previous UK GAAP	37,847	49,532
Adjustments arising from transition to FRS 102:		
Re-translation of sales at average rate	-	(8,605,857)
Re-translation of cost of sales at average rate	-	8,601,919
Equity reported under FRS 102	<u>37,847</u>	<u>45,594</u>

Reconciliation of profit or loss

Notes	2015 £
Profit or loss as reported under previous UK GAAP	11,685
Adjustments arising from transition to FRS 102:	
Re-translation of sales at average rate	(8,605,857)
Re-translation of cost of sales at average rate	8,601,919
Profit or loss reported under FRS 102	<u>7,747</u>

Assembled Productions II UK Ltd

Notes to the financial statements (continued)
For the year ended 31 May 2016

11 Reconciliations on adoption of FRS 102 (continued)

Reconciliation of equity

	At 1 June 2014			At 31 May 2015		
	Previous UK GAAP	Effect of transition	FRS 102	Previous UK GAAP	Effect of transition	FRS 102
	£	£	£	£	£	£
Current assets						
Debtors	30,833,735	-	30,833,735	5,869,277	(1,323)	5,867,954
Bank and cash	3,124,788	-	3,124,788	3,217,674	-	3,217,674
	<u>33,958,523</u>	<u>-</u>	<u>33,958,523</u>	<u>9,086,951</u>	<u>(1,323)</u>	<u>9,085,628</u>
Creditors due within one year						
Loans and overdrafts	(855,541)	-	(855,541)	28,596	(28,596)	-
Taxation	2,362,518	-	2,362,518	510,395	-	510,395
Other creditors	(35,427,653)	-	(35,427,653)	(9,576,410)	25,981	(9,550,429)
	<u>(33,920,676)</u>	<u>-</u>	<u>(33,920,676)</u>	<u>(9,037,419)</u>	<u>(2,615)</u>	<u>(9,040,034)</u>
Net current assets	<u>37,847</u>	<u>-</u>	<u>37,847</u>	<u>49,532</u>	<u>(3,938)</u>	<u>45,594</u>
Total assets less current liabilities	<u>37,847</u>	<u>-</u>	<u>37,847</u>	<u>49,532</u>	<u>(3,938)</u>	<u>45,594</u>
Net assets	<u>37,847</u>	<u>-</u>	<u>37,847</u>	<u>49,532</u>	<u>(3,938)</u>	<u>45,594</u>
Capital and reserves						
Share capital	1	-	1	1	-	1
Profit and loss	37,846	-	37,846	49,531	(3,938)	45,593
Total equity	<u>37,847</u>	<u>-</u>	<u>37,847</u>	<u>49,532</u>	<u>(3,938)</u>	<u>45,594</u>

Assembled Productions II UK Ltd

Notes to the financial statements (continued)
For the year ended 31 May 2016

11 Reconciliations on adoption of FRS 102 (continued)

Reconciliation of profit or loss for the year

	Notes	Year ended 31 May 2015		
		Previous UK GAAP	Effect of transition	FRS 102
		£	£	£
Turnover		57,116,699	(8,605,857)	48,510,842
Cost of sales		(62,731,488)	8,601,919	(54,129,569)
Gross loss		(5,614,789)	(3,938)	(5,618,727)
Administrative expenses		(25,553)	-	(25,553)
Taxation		5,652,027	-	5,652,027
Profit for the financial period		11,685	(3,938)	7,747